

RECORDATION NO.

25159-A
FILED

OCT 17 '11 -8 00 AM

SURFACE TRANSPORTATION BOARD

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October 12, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Termination of Lease of Railroad Equipment, dated as of October 3, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Lease of Railroad Equipment previously filed with the Board under Recordation Number 25159

The names and addresses of the parties to the enclosed document are

Lessor	BNP Paribas Leasing Corporation 12201 Merritt Drive Suite 860 Dallas, Texas 75251
Lessee	Illinois Central Railroad Company, c/o Canadian National Railway Company 935 de la Gauchetiere Street West Montreal, Quebec Canada H3B 2M9

Chief, Section of Administration
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A description of the railroad equipment covered by the enclosed document
is

20 locomotives TERMINATED IC 2697 – IC 2716

A short summary of the document to appear in the index is

Termination of Lease of Railroad Equipment

Also enclosed is a check in the amount of \$41 00 payable to the order of
the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the
undersigned

Very truly yours,


✓ Edward M Luria

EML/sem
Enclosures

OCT 1 '11 -8 00 AM

TERMINATION OF LEASE OF RAILROAD EQUIPMENT
SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT is made as of October 3, 2011 by **BNP Paribas Leasing Corporation** ("Owner") and **Illinois Central Railroad Company** ("Lessee")

WITNESSETH

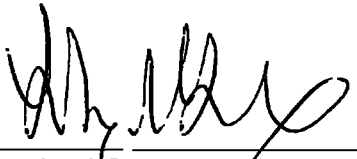
- 1 Owner and Lessee entered into a Lease of Railroad Equipment dated as of August 27, 2004 (the "Lease") covering the twenty (20) General Electric model Dash 9-44CW diesel-electric locomotives bearing the road numbers **IC 2697 through IC 2716** inclusive (the "Units"),
- 2 To evidence the Lease, a Memorandum of Lease of Railroad Equipment dated as of August 27, 2004 was (i) filed at the Surface Transportation Board on August 25, 2004 at 2 48 P M. with primary recordation number 25159 and (ii) deposited at the Registrar General of Canada on August 26, 2004 at 2 34 P M ; and
- 3 Lessee has (i) performed all of its obligations under the Lease and (ii) purchased the Units from Owner on the date hereof

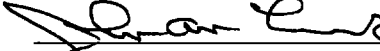
NOW THEREFORE, for good and valuable consideration, Owner and Lessee agree and acknowledge for the public record that (i) the Lease is hereby terminated (except for such terms thereof which expressly survive termination). (ii) any security interest in the Units of Owner is hereby irrevocably and unconditionally released and (iii) Owner has conveyed all its right, title and interest in the Units to Lessee

IN WITNESS WHEREOF, Owner and Lessee have caused this Termination of Lease of Railroad Equipment to be executed as of the date first above written by its officers thereunto duly authorized and each such officer declares pursuant to 28 U S C §1746 under penalty of perjury that the foregoing is a true and correct document

**BNP PARIBAS LEASING
CORPORATION**, as Owner

**ILLINOIS CENTRAL RAILROAD
COMPANY**, as Lessee

By 
Name Lloyd Cox
Title: Managing Director

By 
Name: John A. N. Lamont
Title: Sr Manager, Asset Finance